AMENDMENT

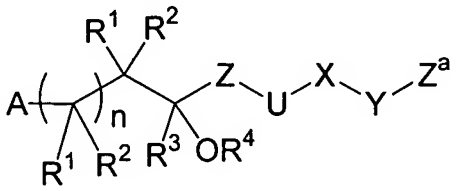
In the Claims:

Please cancel claims 10-14 without prejudice or waiver.

Please enter new claims 19-25 as follows.

This listing of claims will replace all prior versions and listings of claims in the application.

Claim 1. (Original) A compound of Formula (I):



(I)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein:

A is -C(O)NHOH, -C(O)NHOR^5, -C(O)NHOR^6, -N(OH)COR^5, or -N(OH)CHO;

U is absent or is O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)$_p$, S(O)$_p$NR^{a1}, NR^{a1}S(O)$_p$, or NR^{a1}SO$_2$NR^{a1};

X is absent or is C_{1-10} alkylene, C_{2-10} alkenylene, or C_{2-10} alkynylene;

Y is absent or is O, NR^{a1}, S(O)$_p$, or C(O);

provided that U-X-Y form a linker of at least two atoms between Z and Z^a and is other than OC(O) or OC(O)alkylene;

Z is phenyl substituted with 0-1 R^b, naphthyl substituted with 0-1 R^b, pyridyl substituted with 0-1 R^b, or pyrimidyl substituted with 0-1 R^b;

Z^a is a C_{3-13} carbocycle substituted with 1-5 R^c or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and S(O)$_p$, and substituted with 1-5 R^c, provided that if Z^a is bicyclic, it does not contain a bridging nitrogen atom;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)$_p$-O, O-S(O)$_p$, or S(O)$_p$-S(O)$_p$ group;

R^1 is Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rOC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rOC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)O(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q$, $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q$, or $(CR^aR^{a1})_rNR^aSO_2NR^a(CR^aR^{a1})_s-Q$;

R^2 is Q^1, C_{1-6} alkylene-Q^1, C_{2-6} alkenylene-Q^1, C_{2-6} alkynylene-Q^1, $-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rOC(O)O(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rOC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1}{}_2)_rS(O)_p(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q^1$, or $-(CR^aR^{a1})_rNR^aSO_2NR^a(CR^aR^{a1})_s-Q^1$;

provided that when n is 0 and CR^1R^2 is $CHNH_2$, then Z^a is other than unsubstituted phenyl;

Q is, independently at each occurrence, H, CHF_2, CH_2F, CF_3, a C_{3-13} carbocycle substituted with 0-5 R^d, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-5 R^d;

Q^1 is, independently at each occurrence, H, a C_{3-13} carbocycle substituted with 0-5 R^d, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-5 R^d;

alternatively, R^1 and R^2, when attached to the same carbon atom, combine to form a 3-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d;

alternatively, when two R^1 groups are present they and the two carbon atoms to which they are attached combine to form a 4-7 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d, provided that when R^1s combine to form a ring Z is other than naphthylene;

R^3 is H or C_{1-6} alkyl;

R^4 is H, C_{1-6} alkyl, phenyl, or benzyl;

provided that when R^4 is other than H and n is 0, then one or both of R^1 and R^2 are other than H;

alternatively, R^3 and R^4 together with the carbon and oxygen atoms to which they are attached form a 5-6 membered ring consisting of, in addition to the carbon and oxygen atom shown, carbon atoms and 0-1 ring double bonds and substituted with 0-2 R^c;

R^a is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^{a1} is, independently at each occurrence, H, C_{1-6} alkyl substituted with 0-1 R^{c1}, C_{2-6} alkenyl substituted with 0-1 R^{c1}, C_{2-6} alkynyl substituted with 0-1 R^{c1}, or $-(CH_2)_r$-3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and $S(O)_p$, and substituted with 0-3 R^{c1};

alternatively, R^a and R^{a1} when attached to a nitrogen, together with the nitrogen to which they are attached, combine to form a 5 or 6 membered heterocycle consisting of carbon atoms and from 0-1 additional heteroatoms selected from N, NR^{a2}, O, and $S(O)_p$;

R^{a2} is, independently at each occurrence, C_{1-4} alkyl, phenyl, or benzyl;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl substituted with 0-1 R^{c1}, C_{2-6} alkenyl substituted with 0-1 R^{c1}, C_{2-6} alkynyl substituted with 0-1 R^{c1}, or $-(CH_2)_r$-3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and $S(O)_p$, and substituted with 0-3 R^{c1};

R^b is, independently at each occurrence, C_{1-6} alkyl substituted with 0-1 R^{c1}, OR^a, SR^a, Cl, F, Br, I, =O, CN, NO_2, $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-C(S)NR^aR^{a1}$, $-NR^aC(O)NR^aR^{a1}$, $-OC(O)NR^aR^{a1}$, $-NR^aC(O)OR^a$, $-S(O)_2NR^aR^{a1}$,

$-NR^aS(O)_2R^{a3}$, $-NR^aS(O)_2NR^aR^{a1}$, $-OS(O)_2NR^aR^{a1}$, $-S(O)_pR^{a3}$, CF_3, CF_2CF_3, CHF_2, CH_2F, or phenyl;

R^c is, independently at each occurrence, H, OR^a, Cl, F, Br, I, =O, CN, NO_2, CF_3, $-CF_2CF_3$, CH_2F, CHF_2, $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(=NCN)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(=NR^a)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(=NOR^a)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aOH$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(S)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rC(S)NR^aR^{a1}$, $-(CR^aR^{a1})_rOC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)OR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, $-(CR^aR^{a1})_rNR^aSO_2NR^aR^{a1}$, C_{1-6} alkyl substituted with 0-2 R^{c1}, C_{2-6} alkenyl substituted with 0-2 R^{c1}, C_{2-6} alkynyl substituted with 0-2 R^{c1}, $(CR^aR^{a1})_r$-C_{3-10} carbocycle substituted with 0-2 R^{c1}, or $(CR^aR^{a1})_r$-5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1};

alternatively, when two R^c groups are attached to the same carbon atom, they form a 3-8 membered carbocyclic or heterocyclic spiro ring C substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-4 ring heteroatoms selected from O, N, and $S(O)_p$, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

R^{c1} is, independently at each occurrence, H, C_{1-4} alkyl, OR^a, Cl, F, Br, I, =O, CF_3, CN, NO_2, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^a$, or $-S(O)_pR^a$;

R^d is, independently at each occurrence, C_{1-6} alkyl, OR^a, Cl, F, Br, I, =O, CN, NO_2, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $C(S)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)O$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $S(O)_pR^{a3}$, CF_3, CF_2CF_3, C_{3-10} carbocycle, or a 5-14 membered

heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$;

R^5 is, independently at each occurrence, C_{1-10} alkyl substituted with 0-2 R^b, or C_{1-8} alkyl substituted with 0-2 R^e;

R^e is, independently at each occurrence, phenyl substituted with 0-2 R^b, or biphenyl substituted with 0-2 R^b;

R^6 is, independently at each occurrence, phenyl, naphthyl, C_{1-10} alkyl-phenyl-C_{1-6} alkyl-, C_{3-11} cycloalkyl, C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxycarbonyloxy-C_{1-3} alkyl-, C_{2-10} alkoxycarbonyl, C_{3-6} cycloalkylcarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyloxy-C_{1-3} alkyl-, C_{3-6} cycloalkoxycarbonyl, phenoxycarbonyl, phenyloxycarbonyloxy-C_{1-3} alkyl-, phenylcarbonyloxy-C_{1-3} alkyl-, C_{1-6} alkoxy-C_{1-6} alkylcarbonyloxy-C_{1-3} alkyl-, [5-(C_1-C_5 alkyl)-1,3-dioxa-cyclopenten-2-one-yl]methyl, [5-(R^a)-1,3-dioxa-cyclopenten-2-one-yl]methyl, (5-aryl-1,3-dioxa-cyclopenten-2-one-yl)methyl, -C_{1-10} alkyl-NR^7R^{7a}, -$CH(R^8)OC(=O)R^9$, or -$CH(R^8)OC(=O)OR^9$;

R^7 is H, C_{1-10} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, or phenyl-C_{1-6} alkyl-;

R^{7a} is H, C_{1-10} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, or phenyl-C_{1-6} alkyl-;

R^8 is H or C_{1-4} linear alkyl;

R^9 is H, C_{1-8} alkyl substituted with 1-2 R^f, C_{3-8} cycloalkyl substituted with 1-2 R^f, or phenyl substituted with 0-2 R^b;

R^f is, independently at each occurrence, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-5} alkoxy, or phenyl substituted with 0-2 R^b;

n is 0 or 1;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4; and

s, at each occurrence, is selected from 0, 1, 2, 3, and 4;

provided that:

(a) when R^4, R^1, and R^2 are all H, then Z^a is other than a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle; and

(b) when Z^a is a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle, then at least one of R^1, R^2, and R^4 is other than H.

Claim 2. (Original) A compound according to Claim 1, wherein:

U is absent or is O, NR^{a1}, C(O), $CR^a(OH)$, C(O)O, OC(O), $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, $S(O)_pNR^{a1}$, or $NR^{a1}S(O)_p$;

X is absent or is C_{1-3} alkylene or C_{3-4} alkynylene;

Y is absent or is O, NR^{a1}, $S(O)_p$, or C(O);

provided that U-X-Y form a linker of at least two atoms between Z and Z^a and is other than OC(O) or OC(O)alkylene;

Z is phenyl substituted with 0-1 R^b, naphthyl substituted with 0-1 R^b, or pyridyl substituted with 0-1 R^b;

Z^a is a C_{3-13} carbocycle substituted with 1-3 R^c or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 1-3 R^c, provided that if Z^a is bicyclic, it does not contain a bridging nitrogen atom;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$, or $S(O)_p$-$S(O)_p$ group;

R^1 is Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $-(CR^aR^{a1})_rO(CR^aR^{a1})_s$-Q, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s$-Q, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s$-Q, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s$-Q, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s$-Q, $-(CR^aR^{a1})_rS(O)_p(CR^aR^{a1})_s$-Q, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s$-Q, or $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s$-Q;

R^2 is Q^1, C_{1-6} alkylene-Q^1, C_{2-6} alkenylene-Q^1, C_{2-6} alkynylene-Q^1,

$-(CR^aR^{a1})_rO(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rOC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1}{}_2)_rS(O)_p(CR^aR^{a1})_s-Q^1$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s-Q^1$, or $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s-Q^1$;

provided that when n is 0 and CR^1R^2 is $CHNH_2$, then Z^a is other than unsubstituted phenyl;

Q is, independently at each occurrence, H, CHF_2, CH_2F, CF_3, a C_{3-13} carbocycle substituted with 0-3 R^d, or a 5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-3 R^d;

alternatively, R^1 and R^2, when attached to the same carbon atom, combine to form a 5-6 membered carbocyclic or heterocyclic ring consisting of: carbon atoms and 0-3 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^d;

R^a is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^{a1} is, independently at each occurrence, H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, or $-(CH_2)_r$-3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and $S(O)_p$;

alternatively, R^a and R^{a1} when attached to a nitrogen, together with the nitrogen to which they are attached, combine to form a 5 or 6 membered heterocycle consisting of carbon atoms and from 0-1 additional heteroatoms selected from N, NR^{a2}, O, and $S(O)_p$;

R^c is, independently at each occurrence, H, OR^a, Cl, F, Br, =O, CN, NO_2, CF_3, CH_2F, CHF_2, CF_2CF_3, $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl substituted with 0-1 R^{c1}, C_{2-6} alkenyl substituted with 0-1 R^{c1}, C_{2-6} alkynyl substituted with 0-1 R^{c1},

$-(CH_2)_r-C_{3-6}$ carbocycle substituted with 0-2 R^{c1}, or $-(CH_2)_r$-5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1};

alternatively, when two R^c groups are attached to the same carbon atom, they form a 3-8 membered carbocyclic or heterocyclic spiro ring C substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-4 ring heteroatoms selected from O, N, and $S(O)_p$, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

R^d is, independently at each occurrence, C_{1-6} alkyl, OR^a, Cl, F, Br, =O, CN, NO_2, $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-S(O)_pR^{a3}$, CF_3, C_{3-6} carbocycle, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$;

R^5 is, independently at each occurrence, C_{1-6} alkyl substituted with 0-2 R^b, or C_{1-4} alkyl substituted with 0-2 R^e;

R^7 is H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, or phenyl-C_{1-6} alkyl-;

R^{7a} is H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-, or phenyl-C_{1-6} alkyl-;

R^9 is H, C_{1-6} alkyl substituted with 1-2 R^f, C_{3-6} cycloalkyl substituted with 1-2 R^f, or phenyl substituted with 0-2 R^b; and

R^f is, independently at each occurrence, C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{1-5} alkoxy, or phenyl substituted with 0-2 R^b;

provided that:

(a) when R^4, R^1, and R^2 are all H, then Z^a is other than a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle; and

(b) when Z^a is a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle, then at least one of R^1, R^2, and R^4 is other than H.

Claim 3. (Original) A compound according to Claim 2, wherein:

A is -C(O)NHOH or -N(OH)CHO;

U is absent or is O, NR^{a1}, C(O), $CR^a(OH)$, $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, $S(O)_pNR^{a1}$, or $NR^{a1}S(O)_p$;

X is absent or is methylene, ethylene, propynylene, or butynylene;

provided that U-X-Y form a linker of at least two atoms between Z and Z^a;

Z^a is a C_{5-10} carbocycle substituted with 1-3 R^c, or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 1-3 R^c, provided that if Z^a is bicyclic, it does not contain a bridging nitrogen atom;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$, or $S(O)_p$-$S(O)_p$ group;

R^1 is Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $-(CH_2)_rO(CH_2)_s$-Q, $-(CH_2)_rNR^a(CH_2)_s$-Q, $-(CH_2)_rC(O)(CH_2)_s$-Q, $-(CH_2)_rC(O)O(CH_2)_s$-Q, $-(CH_2)_rC(O)NR^aR^{a1}$, $-(CH_2)_rC(O)NR^a(CH_2)_s$-Q, $-(CH_2)_rNR^aC(O)(CH_2)_s$-Q, $-(CH_2)_rS(O)_p(CH_2)_s$-Q, $-(CH_2)_rSO_2NR^a(CH_2)_s$-Q, or $-(CH_2)_rNR^aSO_2(CH_2)_s$-Q;

R^2 is Q^1, C_{1-6} alkylene-Q^1, C_{2-6} alkenylene-Q^1, C_{2-6} alkynylene-Q^1, $-(CR^aR^{a1})_rO(CR^aR^{a1})_s$-$Q^1$, $-(CR^aR^{a1})_rNR^a(CR^aR^{a1})_s$-$Q^1$, $-(CR^aR^{a1})_rC(O)(CR^aR^{a1})_s$-$Q^1$, $-(CR^aR^{a1})_rC(O)O(CR^aR^{a1})_s$-$Q^1$, $-(CR^aR^{a1})_rC(O)NR^a(CR^aR^{a1})_s$-$Q^1$, $-(CR^aR^{a1})_rNR^aC(O)(CR^aR^{a1})_s$-$Q^1$, $-(CR^aR^{a1}{}_2)_rS(O)_p(CR^aR^{a1})_s$-$Q^1$, $-(CR^aR^{a1})_rSO_2NR^a(CR^aR^{a1})_s$-$Q^1$, or $-(CR^aR^{a1})_rNR^aSO_2(CR^aR^{a1})_s$-$Q^1$;

provided that when n is 0 and CR^1R^2 is $CHNH_2$, then Z^a is other than unsubstituted phenyl;

Q is, independently at each occurrence, H, a C_{3-8} carbocycle substituted with 0-3 R^d, or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-3 R^d;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl, C_{2-6} alkenyl, or $-(CH_2)_r$-3-8 membered carbocyclic or heterocyclic ring consisting of carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and $S(O)_p$, and substituted with 0-3 R^{c1};

R^c is, independently at each occurrence, H, OR^a, Cl, F, Br, =O, CF_3, CH_2F, CHF_2, $-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl substituted with 0-1 R^{c1}, phenyl substituted with 0-2 R^{c1}, or 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1};

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

R^d is, independently at each occurrence, C_{1-6} alkyl, OR^a, Cl, F, Br, =O, $-NR^aR^{a1}$, $-C(O)R^a$, $-C(O)OR^a$, $-C(O)NR^aR^{a1}$, $-S(O)_2NR^aR^{a1}$, $-NR^aS(O)_2R^{a3}$, $-S(O)_pR^{a3}$, CF_3, or phenyl;

R^5 is, independently at each occurrence, C_{1-4} alkyl substituted with 0-2 R^b, or C_{1-4} alkyl substituted with 0-2 R^e;

r, at each occurrence, is selected from 0, 1, 2, and 3; and

s, at each occurrence, is selected from 0, 1, 2, and 3;

provided that:

(a) when R^4, R^1, and R^2 are all H, then Z^a is other than a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle; and

(b) when Z^a is a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle, then at least one of R^1, R^2, and R^4 is other than H.

Claim 4. (Original) A compound according to Claim 3, wherein:

A is -C(O)NHOH;

U is absent or is O, NR^{a1}, C(O), $CR^a(OH)$, $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_pNR^{a1}$, or $NR^{a1}S(O)_p$;

Z is phenyl substituted with 0-1 R^b, or naphthyl substituted with 0-1 R^b;

Z^a is phenyl substituted with 1-3 R^c, naphthyl substituted with 1-3 R^c, or a heterocycle substituted with 1-3 R^c and selected from furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thienyl, triazolyl, thiadiazolyl, oxadiazolyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazolyl, pyrrolidinyl, pyrrolyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-isoquinolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, methylenedioxyphenyl, quinazolinyl, 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chomen-4-yl, 2*H*-chomen-4-yl, and pyrazolo[1,5-a]pyridinyl;

provided that U, Y, Z, and Z^a do not combine to form a N-N, N-O, O-N, O-O, $S(O)_p$-O, O-$S(O)_p$, or $S(O)_p$-$S(O)_p$ group;

Q^1 is, independently at each occurrence, H, a C_{3-10} carbocycle substituted with 0-5 R^d, or a 5-10 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-3 R^d;

R^{a1} is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^{a3} is, independently at each occurrence, H, C_{1-6} alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, H, OR^a, Cl, F, Br, =O, CF_3, CH_2F, CHF_2,

$-(CR^aR^{a1})_rNR^aR^{a1}$, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, phenyl substituted with 0-2 R^{c1}, or 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^{c1}; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

provided that:

(a) when R^4, R^1, and R^2 are all H, then Z^a is other than a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle; and

(b) when Z^a is a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle, then at least one of R^1, R^2, and R^4 is other than H.

Claim 5. (Original) A compound according to Claim 4, wherein:

U is absent or is O, NR^{a1}, C(O), $CR^a(OH)$, $C(O)NR^{a1}$, or $NR^{a1}C(O)$;

X is absent or is methylene or butynylene;

Y is absent or is O;

R^2 is Q^1, C_{1-6} alkylene-Q^1, C_{2-6} alkenylene-Q^1, C_{2-6} alkynylene-Q^1, $-(CH_2)_rO(CH_2)_s-Q^1$, $-(CH_2)_rNR^a(CH_2)_s-Q^1$, $-(CH_2)_rC(O)(CH_2)_s-Q^1$, $-(CH_2)_rC(O)O(CH_2)_s-Q^1$, $-(CH_2)_rC(O)NR^a(CH_2)_s-Q^1$, $-(CH_2)_rNR^aC(O)(CH_2)_s-Q^1$, $-(CH_2)_rS(O)_p(CH_2)_s-Q^1$, $-(CH_2)_rSO_2NR^a(CH_2)_s-Q^1$, or $-(CH_2)_rNR^aSO_2(CH_2)_s-Q^1$;

provided that when n is 0 and CR^1R^2 is $CHNH_2$, then Z^a is other than unsubstituted phenyl;

Q is, independently at each occurrence, H, a C_{3-6} carbocycle or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$;

R^a is, independently at each occurrence, H, or C_{1-4} alkyl;

R^{a1} is, independently at each occurrence, H, or C_{1-4} alkyl;

R^{a3} is, independently at each occurrence, H, C_{1-4} alkyl, phenyl, or benzyl;

R^c is, independently at each occurrence, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a, Cl, F, Br, =O, CF_3, CH_2F, CHF_2, NR^aR^{a1}, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aSO_2R^{a3}$, or phenyl; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-1 R^{c1} and consisting of: carbon atoms and 0-2 heteroatoms selected from N, O, and $S(O)_p$;

provided that:

(a) when R^4, R^1, and R^2 are all H, then Z^a is other than a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle; and

(b) when Z^a is a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle, then at least one of R^1, R^2, and R^4 is other than H.

Claim 6. (Original) A compound according to Claim 5, wherein:

U is absent or is O, NR^{a1}, C(O), or $CR^a(OH)$;

Y is absent;

R^1 is H or C_{1-6} alkylene;

provided that when n is 0 and CR^1R^2 is $CHNH_2$, then Z^a is other than unsubstituted phenyl;

Q^1 is, independently at each occurrence, H, C_{3-6} cycloalkyl substituted with 0-1 R^d, phenyl substituted with 0-2 R^d, or a 5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from N, O, and $S(O)_p$, and substituted with 0-2 R^d;

r, at each occurrence, is selected from 0, 1, and 2; and

s, at each occurrence, is selected from 0, 1, and 2;

provided that:

(a) when R^4, R^1, and R^2 are all H, then Z^a is other than a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle; and

(b) when Z^a is a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle, then at least one of R^1, R^2, and R^4 is other than H.

Claim 7. (Original) A compound according to Claim 6, wherein:

U is O, NR^{a1}, or $CR^a(OH)$;

Z^a is phenyl substituted with 1-3 R^c, naphthyl substituted with 1-3 R^c, or a heterocycle substituted with 1-3 R^c and selected from pyridyl, quinolinyl, imidazolyl, benzimidazolyl, indolyl, 1,1-dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2*H*-1-benzothiopyran-4-yl, 3,4-dihydro-2*H*-chomen-4-yl, 2*H*-chomen-4-yl, pyrazolyl, and pyrazolo[1,5-a]pyridinyl;

R^b is, independently at each occurrence, C_{1-6} alkyl, OR^a, Cl, F, Br, NR^aR^{a1}, $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, or CF_3;

R^c is, independently at each occurrence,C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, CF_3, $-(CR^aR^{a1})_rC(O)R^{a1}$, $-(CR^aR^{a1})_rC(O)OR^{a1}$, $-(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $-(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $-(CR^aR^{a1})_rS(O)_pR^{a3}$, $-(CR^aR^{a1})_rSO_2NR^aR^{a1}$, or $(CR^aR^{a1})_rNR^aSO_2R^{a3}$; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered saturated ring consisting of: carbon atoms and 0-1 heteroatoms selected from N, O, and $S(O)_p$;

provided that:

(a) when R^4, R^1, and R^2 are all H, then Z^a is other than a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle; and

(b) when Z^a is a benzo-fused 5-6 membered heterocycle attached at the 2- or 3-position of the 5-6 membered heterocycle, then at least one of R^1, R^2, and R^4 is other than H.

Claim 8. (Original) A compound of Claim 1 selected from:

3,N-dihydroxy-2,2-dimethyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

3,N-dihydroxy-2-methyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

3,N-dihydroxy-2,2-dimethyl-3-[6-(2-methyl-quinolin-4-ylmethoxy)-naphthalen-2-yl]-propionamide;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

4,N-dihydroxy-4-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-butyramide;

2-{hydroxy-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-methyl}-4-methyl-pentanoic acid hydroxyamide;

2-benzyl-3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

2-furan-2-ylmethyl-3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-(tetrahydro-furan-2-ylmethyl)-propionamide;

3,N-dihydroxy-2-(4-methoxy-benzyl)-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

2-(3,5-dimethoxy-benzyl)-3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

2-benzo[1,3]dioxol-5-ylmethyl-3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-pyridin-4-ylmethyl-propionamide;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-pyridin-2-ylmethyl-propionamide;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-pyridin-3-ylmethyl-propionamide;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-morpholin-4-ylmethyl-propionamide;

4-{3-hydroxy-2-hydroxycarbamoyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propyl}-piperidine-1-carboxylic acid *tert*-butyl ester;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-piperidin-4-ylmethyl-propionamide;

4-{3-hydroxy-2-hydroxycarbamoyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propyl}-piperazine-1-carboxylic acid *tert*-butyl ester;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-piperazin-1-ylmethyl-propionamide;

benzyl-{3-hydroxy-2-hydroxycarbamoyl-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propyl}-carbamic acid *tert*-butyl ester;

2-(benzylamino-methyl)-3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-propionamide;

{2-hydroxy-1-hydroxycarbamoyl-2-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-ethyl}-methyl-carbamic acid *tert*-butyl ester;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-2-(tetrahydro-pyran-4-yl)-propionamide;

3,N-dihydroxy-3-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-butyramide;

N-hydroxy-2-{2-[4-(2-methyl-quinolin-4-ylmethoxy)-phenyl]-tetrahydro-furan-2-yl}-acetamide; and

3,N-dihydroxy-3-(6-methoxy-naphthalen-2-yl)-2,2-dimethyl-propionamide;

or a stereoisomer or a pharmaceutically acceptable salt or prodrug form thereof.

Claim 9. (Original) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.

Claim 10-18. (Canceled)

Claim 19. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2 or a pharmaceutically acceptable salt form thereof.

Claim 20. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3 or a pharmaceutically acceptable salt form thereof.

Claim 21. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4 or a pharmaceutically acceptable salt form thereof.

Claim 22. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 5 or a pharmaceutically acceptable salt form thereof.

Claim 23. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 6 or a pharmaceutically acceptable salt form thereof.

Claim 24. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 7 or a pharmaceutically acceptable salt form thereof.

Claim 25. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 8 or a pharmaceutically acceptable salt form thereof.